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September 3, 2013

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**By Email**

The Honorable Martin Glenn  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, New York 10004

Re: In re Residential Capital, LLC, et al., Chapter 11 Case No. 12-12020 (MG)

Dear Judge Glenn:

We are counsel to Residential Capital, LLC and its debtor affiliates in the above-captioned cases (the "Debtors"). We write in connection with the *Notice of Filing of Ad Hoc Group of Junior Secured Noteholders and Notes Trustee of Proposed Order Establishing and Implementing Procedures in Connection with Discovery Related to Plan Confirmation* [Dkt. No. 4907], which the Ad Hoc Group and UMB Bank, N.A. filed late in the day on Friday, August 30, 2013.

In this new filing, the Ad Hoc Group and UMB Bank, N.A. have proposed additional changes to the *Amended Proposed Order Establishing a Discovery Protocol in Connection with Discovery Relating to Plan Confirmation* [Dkt. No. 4880-1]. Many of these new changes were not referenced in the *Joint Limited Objection the Ad Hoc Group and UMB Bank, N.A.*, filed on August 2, 2013, [Dkt. No. 4852], and should not be adopted as part of the discovery protocol. Nonetheless, the Debtors have reviewed this new filing and have made certain additional revisions to the discovery protocol to address some of these newly raised issues. A copy of a further revised and proposed Amended Plan Confirmation Discovery Protocol is attached hereto as Exhibit 1, with a blackline, attached hereto as Exhibit 2, showing the changes from the version filed as Docket No. 4880-1 with the Debtors' Reply papers.

One matter that is not addressed in the proposed Amended Plan Confirmation Discovery Protocol but which should further help to resolve any objections of the Ad Hoc Group and UMB Bank, N.A. is the treatment of the document requests identified as Phase II requests in the *Debtors' Responses and Objections to the Ad Hoc Group of Junior Secured*

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*Noteholders' Request to the Debtors for the Production of Documents*, served on July 16, 2013, specifically Request for Production Nos. 24-33, 37-38, 40, 43, 58, 71-78, 80-95, and 97-99, and the *Debtors' Responses and Objections to the Ad Hoc Group of Junior Secured Noteholders' Second Request to the Debtors for the Production of Documents*, served on August 6, 2013, specifically Request for Production Nos. 2-27. To be clear, the Debtors are not proposing that the Ad Hoc Group re-serve these requests in accordance with the proposed Amended Plan Confirmation Discovery Protocol.

While the Debtors do not agree that each of these requests seek documents that are necessary for resolution of the issues to be addressed at plan confirmation and while the production of emails in connection with these requests has already been completed, the Debtors will treat those requests served in the Adversary Proceeding as directed to plan confirmation issues and will separately meet and confer with the Ad Hoc Group and UMB Bank, N.A. about each of these document requests using the procedures set forth in the proposed Amended Plan Confirmation Discovery Protocol.

We look forward to addressing any questions Your Honor may have regarding the proposed Amended Plan Confirmation Discovery Protocol at the hearing.

Respectfully submitted,

/s/Charles L. Kerr

Charles L. Kerr

cc: J. Christopher Shore, Esq. (by electronic delivery)  
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